

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re:	PROMESA
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	Title III
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. ¹	

-----X

In re:	PROMESA
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	Title III
as representative of	Case No. 17 BK 3567-LTS
PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY,	
Debtor.	

-----X

**COVER SHEET TO TWENTY-SIXTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
JUNE 1, 2019 THROUGH JUNE 30, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)

Time period covered by this application:	June 1, 2019 through June 30, 2019
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Amount of compensation sought as actual, reasonable and necessary:	\$2,605.50
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Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
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Total amount for this invoice:	\$2,605.50
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This is a: X monthly ___ interim ___ final application

This is O&B's twenty-sixth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for June 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On September 19th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
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mbienenstock@proskauer.com
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Counsel for AAFAF:

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**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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San Juan, PR 00917
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lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
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San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
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Alberto J.E. Añeses Negrón, Esq.,
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**Counsel for the Official Committee of Retired
Employees:**

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New York NY 10022
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
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Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
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Francisco Parés-Alicea, Assistant Secretary of Internal
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Francisco Pena Montanez, CPA, Assistant Secretary of
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Counsel for the Fee Examiner:

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252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period June 1 through June 30, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	5.40	\$ 1,647.00
Ubaldo M. Fernandez	Jr. Member	Litigation	\$ 220.00	0.40	\$ 88.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	3.00	\$ 630.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.60	\$ 111.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	1.60	\$ 304.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.50	\$ 70.00
Vanessa Sanchez	Paralegal	Litigation	\$ 150.00	0.30	\$ 45.00
	Totals			11.80	\$ 2,895.00
	Less: 10% Courtesy discount				\$ (289.50)
SUMMARY OF LEGAL FEES					\$ 2,605.50
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period June 1 through June 30, 2019</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period June 1 through June 30, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Members, Staff, Advisor, Consult	0.50	\$ 105.00
206	Documents Filed on Behalf of the Board	1.20	\$ 251.00
207	Non-Board Court Filings	1.10	\$ 250.00
208	Stay Matters	0.60	\$ 183.00
209	Adversary Proceeding	0.80	\$ 244.00
210	Analysis and Strategy	1.20	\$ 225.00
211	Non-Working Travel Time	1.60	\$ 336.00
219	Docketing	0.50	\$ 70.00
222	Claims and Claims Objections	3.60	\$ 1,098.00
224	Fee applications - O&B	0.70	\$ 133.00
			\$ 2,895.00
	Less: 10% Courtesy Discount		\$ (289.50)
	TOTALS	11.80	\$ 2,605.50

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,344.95, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$2,344.95.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

July 3, 2019
Bill #: 353581
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 2,024.00
Less Discount	<u>\$ -202.40</u>
Net Professional Services	\$ 1,821.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 1,821.60

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/05/19	HDB	222	Revise draft thirty-eighth omnibus objection to the duplicate and deficient proofs of claim.	.30	305.00	91.50
6/05/19	HDB	222	Revise Thirty-Eighth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Duplicate and Deficient Claims.	.30	305.00	91.50
6/05/19	HDB	222	Revise draft Thirty-Ninth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Deficient Claims, and supporting documents.	.30	305.00	91.50
6/05/19	HDB	207	Review Omnibus Reply of Official Committee of Unsecured Creditors, Financial Oversight and Management Board, and Its Special Claims Committee in Support of Motions to Extend Time for Service of Summonses and Complaints and to Stay Certain Adversary Proceedings Relating to Certain Challenged GO Bonds, Certain HTA Bonds, and Certain ERS Bonds.	.20	305.00	61.00
6/06/19	HDB	222	Revise and sign-off for filing Thirty-Fifth Omnibus Objection.	.30	305.00	91.50
6/06/19	HDB	222	Revise and sign-off for filing Fortieth Omnibus Objection filed by HTA to claims asserted against the incorrect debtor.	.30	305.00	91.50

Bill #: 353581

July 3, 2019

6/06/19	HDB	222	Revise and sign-off for filing Claims Thirty-Ninth Omnibus Objection (Non-Substantive) of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Deficient Claims.	.30	305.00	91.50
6/06/19	HDB	222	Revise and sign-off for filing Claims Thirty-Eighth Omnibus Objection (Non-Substantive) of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Duplicate and Deficient Claims.	.30	305.00	91.50
6/06/19	HDB	222	Revise and sign-off to file Forty-Third Omnibus Objection of the Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Non-Substantive) to Duplicate, Deficient, and Incorrect Debtor Claims.	.30	305.00	91.50
6/06/19	HDB	222	Revise and sign-off to file the forty-sixth omnibus objection to subsequently amended and superseded proofs of claim.	.20	305.00	61.00
6/06/19	HDB	222	Revise and sign-off for filing Forty-Sixth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Subsequently Amended Claims.	.30	305.00	91.50
6/06/19	HDB	222	Revise and sign-off to file Forty-Seventh Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto Rico, Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims.	.30	305.00	91.50
6/06/19	HDB	222	Review and sign-off to file Fifty-Fifth Omnibus Objection filed by the Commonwealth to Duplicate Claims filed by HTA Bondholders.	.20	305.00	61.00
6/11/19	VSN	224	As requested by U. Fernandez, compile February and March invoices for 17-03567 in preparation for court filing.	.30	150.00	45.00
6/14/19	MMB	219	Docket court notice received by email dated June 12, 2019, regarding order dkt. 582 setting deadlines to file responses regarding dkt. 580, reply, motion hearing date - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

Bill #: 353581

July 3, 2019

6/17/19	ETF	211	Tel. conf. with J. Garcia regarding HTA clawbacks.	.10	210.00	21.00
6/18/19	MMB	219	Docket court notice received by email dated June 13, 2019, regarding order dkt. 583 setting deadline to serve process, and to file proposed order - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/18/19	MMB	219	Docket court notice received by email dated June 14, 2019, regarding order dkt. 584 setting transcript related deadlines in connection with June 12, 2019 omnibus hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/19/19	ETF	201	Tel. conf. with McKinsey (R. Jamil, R. Fakheri) regarding HTA budget mechanisms.	.50	210.00	105.00
6/22/19	HDB	222	Review Notice of Withdrawal of Objections to Proof of Claim No. 13261 in connection with the Forty-Seventh Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto Rico, Puerto Rico Highways and Transportation Authority, and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims.	.20	305.00	61.00
6/24/19	HDB	209	Revise draft Joint Status Report.	.20	305.00	61.00
6/24/19	MMB	219	Docket court notice received by email dated June 20, 2019, regarding order dkt. 588 setting hearing procedures on June 28, 2019 hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
6/25/19	HDB	206	Revise draft Urgent Motion Requesting Order (I) Approving Service of Process at Addresses Listed in Defendants' Proofs of Claims or Rule 2019 Disclosures and (II) Approving Debtors' Form of Notice to Defendants in Certain Adversary Proceedings.	.20	305.00	61.00
6/25/19	HDB	208	Revise Stay Relief Motion filed by AmeriNational Community Services, LLC, Cantor-Katz Collateral Monitor LLC.	.60	305.00	183.00
6/25/19	ETF	207	Review First Circuit Opinion affirming Judge Swain's dismissal in AMBAC v HTA.	.90	210.00	189.00
6/26/19	ETF	211	Tel. conf. with Zarif Jamil (McKinsey) regarding HTA restricted funds and PRASA and HTA budgets.	.20	210.00	42.00
6/28/19	UMF	224	Draft twenty-fourth monthly fee application of O&B in the Title III case of HTA.	.40	220.00	88.00

Bill #: 353581

July 3, 2019

6/28/19	MMB	219	Docket court notice received by email dated June 26, 2019, regarding order dkt. 595 setting briefing schedule - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
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TOTAL PROFESSIONAL SERVICES	\$ 2,024.00
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Less Discount	<u>\$ -202.40</u>
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NET PROFESSIONAL SERVICES:	\$ 1,821.60
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	4.80	305.00	1,464.00
UBALDO M. FERNANDEZ BARRERA	.40	220.00	88.00
EMILIANO TRIGO FRITZ	1.70	210.00	357.00
MILAGROS MARCANO BAEZ	.50	140.00	70.00
VANESSA SANCHEZ	.30	150.00	45.00
Total	7.70		\$ 2,024.00

TOTAL THIS INVOICE	\$ 1,821.60
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IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

July 3, 2019
Bill #: 353582
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2019:

Client.Matter: P1703 - 2

RE: FISCAL PLAN

Total Professional Services	\$ 273.00
VOLUME DISCOUNT	<u>\$ -27.30</u>
Net Professional Services	\$ 245.70
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 245.70

Electronic Invoice

O'NEILL & BORGES LLC

Client.Matter: P1703 . 2
RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/04/19	ETF	211	Tel. conf. with J. Garcia regarding HTA revenue forecast.	.10	210.00	21.00
6/26/19	ETF	211	Review and edit HTA budget.	.70	210.00	147.00
6/26/19	ETF	211	Tel. conf. with Zarif Jamil and Ben Safran and others regarding HTA budget.	.20	210.00	42.00
6/26/19	ETF	211	Review new draft of HTA budget.	.30	210.00	63.00

TOTAL PROFESSIONAL SERVICES \$ 273.00

VOLUME DISCOUNT \$ -27.30

NET PROFESSIONAL SERVICES: \$ 245.70

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
EMILIANO TRIGO FRITZ	1.30	210.00	273.00
Total	1.30		\$ 273.00

TOTAL THIS INVOICE

\$ 245.70

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

July 3, 2019
Bill #: 353583
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 373.00
VOLUME DISCOUNT	<u>\$ -37.30</u>
Net Professional Services	\$ 335.70
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 335.70

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/24/19	HDB	209	Revise first draft of Joint Status Report to be filed in Adv. 17-00151.	.30	305.00	91.50
6/24/19	DJP	206	Analyze current draft of the Joint Status Report to be filed in compliance with court order.	.30	190.00	57.00
6/26/19	HDB	209	Revise final draft of Joint Status Report for Adv. 17-00151.	.30	305.00	91.50
6/28/19	DJP	206	Analyze the Joint Status Report to be filed in compliance with court order in 17-00151.	.30	190.00	57.00
6/28/19	DJP	206	File the Joint Status Report in Adv. 17-00151 in compliance with court order, through the court's electronic filing system.	.20	190.00	38.00
6/28/19	DJP	206	Draft email to presiding judge attaching stamped version of the Joint Status Report in Adv. 17-00151.	.20	190.00	38.00

TOTAL PROFESSIONAL SERVICES \$ 373.00

VOLUME DISCOUNT \$ -37.30

NET PROFESSIONAL SERVICES: \$ 335.70

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.60	305.00	183.00
DANIEL J. PEREZ REFOJOS	1.00	190.00	190.00
Total	1.60		\$ 373.00

Bill #: 353583

July 3, 2019

TOTAL THIS INVOICE

\$ 335.70

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

July 3, 2019
Bill #: 353584
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
June 30, 2019:

Client.Matter: P1703 - 803

RE: 17-00159-LTS AMBAC ASSURANCE CORP. V. COMM. OF P.R. ET AL-CGB

Total Professional Services	\$ 225.00
VOLUME DISCOUNT	<u>\$ -22.50</u>
Net Professional Services	\$ 202.50
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 202.50

O'NEILL & BORGES LLC

Client.Matter: P1703 . 803

RE: 17-00159-LTS AMBAC ASSURANCE CORP. V. COMM. OF P.R. ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
6/24/19	GMR	210	Analyze the Opinion and Order of the First Circuit issued today, 06/24/19.	.60	185.00	111.00
6/25/19	DJP	210	Analyze opinion and order from First Circuit affirming dismissal of Ambac's constitutional and statutory claims.	.60	190.00	114.00

TOTAL PROFESSIONAL SERVICES \$ 225.00

VOLUME DISCOUNT \$ -22.50

NET PROFESSIONAL SERVICES: \$ 202.50

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
DANIEL J. PEREZ REFOJOS	.60	190.00	114.00
GABRIEL MIRANDA RIVERA	.60	185.00	111.00
Total	1.20		\$ 225.00

TOTAL THIS INVOICE

\$ 202.50

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO TWENTY-SEVENTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
JULY 1, 2019 THROUGH JULY 31, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	July 1, 2019 through July 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$2,175.30
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$2,175.30

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-seventh monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for July 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On September 19th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

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Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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San Juan, PR 00917
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Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
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lucdespains@paulhastings.com

Casillas, Santiago & Torres, LLC
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**Counsel for the Official Committee of Retired
Employees:**

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353 N. Clark Street
Chicago, IL 60654
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
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Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
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Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period July 1 through July 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	2.70	\$ 823.50
Ubaldo M. Fernandez	Jr. Member	Litigation	\$ 220.00	0.40	\$ 88.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	5.70	\$ 1,197.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.90	\$ 166.50
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	0.60	\$ 114.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.20	\$ 28.00
	Totals			10.50	\$ 2,417.00
	Less: 10% Courtesy discount				\$ (241.70)
SUMMARY OF LEGAL FEES					\$ 2,175.30
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period July 1 through July 31, 2019</u>					
Description - Expenses			Amounts		
			\$ -		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period July 1 through July 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Members, Staff, Advisor, Consult	3.20	\$ 672.00
206	Documents Filed on Behalf of the Board	1.80	\$ 372.00
215	Plan of Adjustment and Disclosure Statem	2.50	\$ 525.00
219	Docketing	0.20	\$ 28.00
222	Claims and Claims Objections	2.40	\$ 732.00
224	Fee applications - O&B	0.40	\$ 88.00
			\$ 2,417.00
	Less: 10% Courtesy Discount		\$ (241.70)
	TOTALS	10.50	\$ 2,175.30

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,957.77, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$1,957.77.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

August 5, 2019
Bill #: 355643
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
July 31, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 2,340.00
Less Discount	<u>\$ -234.00</u>
Net Professional Services	\$ 2,106.00
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,106.00

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
7/01/19	ETF	201	Tel. conf. with J. Garcia regarding HTA.	.10	210.00	21.00
7/01/19	ETF	215	Analyze Supplemental Resolutions regarding Series CC, M, and N Bonds as requested by Proskauer.	.70	210.00	147.00
7/01/19	MMB	219	Docket court notice received by email dated June 25, 2019, regarding AmeriNational Community Services, Cantor-Katz Collateral Monitor's Notice of hearing dkt. 593.	.10	140.00	14.00
7/02/19	HDB	206	Revise Motion for Entry of a Seventh Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Under Which the Puerto Rico Public Buildings Authority is the Lessor Pursuant to Bankruptcy Code Section 365(d)(4).	.30	305.00	91.50
7/09/19	HDB	222	Review Response by Francisco de A. Toro De Osuna and Viviana Velez Perez to Forty-Fifth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Commonwealth of Puerto Rico to Deficient and Incorrect Debtor Claims.	.20	305.00	61.00
7/09/19	HDB	222	Review Response by Del Valle Group to Forty-Six Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Subsequently Amended Claims.	.20	305.00	61.00
7/10/19	ETF	201	Tel. conf. with J. Garcia regarding HTA restricted accounts.	.20	210.00	42.00

Bill #: 355643

August 5, 2019

7/12/19	ETF	201	Tel. conf. with McKinsey (J. Zarif, R. Fakheri and others), EY (P. Garcia) and T. Green (Citi), J. Garcia regarding HTA cash balances.	1.10	210.00	231.00
7/12/19	ETF	201	Review chart of due diligence of HTA bank accounts (.20). Analyze which accounts should be reviewed regarding McKinsey / Citi request related to cash balances (.40). Email EY regarding proposed approach for review (.20).	.80	210.00	168.00
7/12/19	ETF	201	Tel. conf. with J. Garcia regarding conversation with McKinsey, EY and Citi.	.20	210.00	42.00
7/15/19	DJP	206	Analyze the Sixth Interim Fee Application of McKinsey & Company, Inc. Washington D.C. As Consulting Services Provider to the Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor, Puerto Rico Highway and Transportation Authority (HTA), for the Period from February 1, 2019 through May 31, 2019, in anticipation of its filing.	.20	190.00	38.00
7/15/19	DJP	206	File the Sixth Interim Fee Application of McKinsey & Company, Inc. Washington D.C. As Consulting Services Provider to the Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor, Puerto Rico Highway and Transportation Authority (HTA), for the Period from February 1, 2019 through May 31, 2019, through the court's electronic filing system.	.20	190.00	38.00
7/15/19	GMR	206	File the Third Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways and Transportation Authority for the Period from February 1, 2019 through May 31, 2019 at Docket No. 607.	.30	185.00	55.50

Bill #: 355643

August 5, 2019

7/15/19	GMR	206	File the Notice of Filing of Third Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways and Transportation Authority for the Period from February 1, 2019 through May 31, 2019 at Docket No. 608.	.30	185.00	55.50
7/16/19	GMR	206	File the Third Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways and Transportation Authority for the Period from February 1, 2019 through May 31, 2019 at Docket No. 607.	.30	185.00	55.50
7/17/19	HDB	222	Revise draft reply in support of the Thirty-Ninth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Deficient Claims.	.30	305.00	91.50
7/17/19	HDB	222	Revise draft reply to the Response and Reservation of Rights in Response to Forty-Sixth Omnibus Objection (Non-Substantive) filed by the Del Valle Group.	.30	305.00	91.50
7/17/19	ETF	215	Revise Proskauer's HTA BIT assumptions memo.	1.80	210.00	378.00
7/17/19	ETF	201	Tel. conf. with McKinsey (A. Gerard, R. Fakheir, Z. Jamil and others), J. Garcia regarding HTA proposed approach to obligations.	.20	210.00	42.00
7/17/19	DJP	206	File the Plaintiffs and Debtors the Commonwealth of Puerto Rico's and the Puerto Rico Highways and Transportation Authority's (through their Respective Sole Representative the FOMB) Status Report and Proposed Case Management Order in Connection with Proceedings Numbers 19-291, 19-292, 19-293, 19-294, 19-295, 19-296, and 19-297, through the court's electronic filing system.	.20	190.00	38.00

Bill #: 355643

August 5, 2019

7/18/19	HDB	222	Revise draft certification regarding the Twenty-Second Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority to Subsequently Amended Claims (ECF No. 6271). (.20) Draft e-mail regarding same. (.10)	.30	305.00	91.50
7/18/19	HDB	222	Revise and sign-off to file certification regarding the Twenty-Eighth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority to Exact Duplicate Claims (ECF No. 6277) and proposed Order.	.20	305.00	61.00
7/22/19	HDB	222	Review message from counsel for Del Valle Group in connection with the 46th Omni objection. (.10) Draft e-mail to Proskauer regarding the same. (.10)	.20	305.00	61.00
7/23/19	HDB	222	Revise and sign-off for filing the certificate of no objection for the Forty-Seventh Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto Rico, Puerto Rico Highways and Transportation Authority, and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Exact Duplicate Claims, and proposed Order.	.20	305.00	61.00
7/25/19	HDB	222	Review Notice of (A) Withdrawal of the Forty-seventh Omnibus Objection of the Commonwealth of Puerto Rico, Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico with Respect to Proof of Claim of Fideicomiso Lalmfc (Claim No. 14701) and (B) Submission of Amended Exhibit to Claim Objection.	.20	305.00	61.00
7/26/19	HDB	222	Revise Sixty-Seventh Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority to Duplicate and Deficient Claims.	.30	305.00	91.50
7/30/19	ETF	201	Tel. conf. with McKinsey (Z. Jamil and R. Fakheri) regarding Tren Urbano questions raised by N. Jaresko.	.30	210.00	63.00
7/31/19	UMF	224	Draft twenty-fifth monthly fee application for O&B in the Title III case of HTA.	.40	220.00	88.00

TOTAL PROFESSIONAL SERVICES \$ 2,340.00

Less Discount \$ -234.00

O'Neill & Borges LLC

Bill #: 355643

August 5, 2019

NET PROFESSIONAL SERVICES:

\$ 2,106.00

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	2.70	305.00	823.50
UBALDO M. FERNANDEZ BARRERA	.40	220.00	88.00
EMILIANO TRIGO FRITZ	5.40	210.00	1,134.00
DANIEL J. PEREZ REFOJOS	.60	190.00	114.00
GABRIEL MIRANDA RIVERA	.90	185.00	166.50
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	10.10		\$ 2,340.00

TOTAL THIS INVOICE

\$ 2,106.00

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

August 5, 2019
Bill #: 355644
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
July 31, 2019:

Client.Matter: P1703 - 2

RE: FISCAL PLAN

Total Professional Services	\$ 63.00
VOLUME DISCOUNT	<u>\$ -6.30</u>
Net Professional Services	\$ 56.70
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 56.70

O'NEILL & BORGES LLC

Client.Matter: P1703 . 2
RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
7/17/19	ETF	201	Review McKinsey memo regarding meeting with FHWA.	.30	210.00	63.00

TOTAL PROFESSIONAL SERVICES \$ 63.00

VOLUME DISCOUNT \$ -6.30

NET PROFESSIONAL SERVICES: \$ 56.70

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
EMILIANO TRIGO FRITZ	.30	210.00	63.00
Total	.30		\$ 63.00

TOTAL THIS INVOICE \$ 56.70

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

August 5, 2019
Bill #: 355645
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
July 31, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 14.00
VOLUME DISCOUNT	<u>\$ -1.40</u>
Net Professional Services	\$ 12.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 12.60

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
7/01/19	MMB	219	Docket court notice received by email dated July 1, 2019, regarding order dkt. 292 setting deadline to file joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES \$ 14.00

VOLUME DISCOUNT \$ -1.40

NET PROFESSIONAL SERVICES: \$ 12.60

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	.10		\$ 14.00

TOTAL THIS INVOICE \$ 12.60

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO TWENTY-EIGHTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	August 1, 2019 through August 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$11,040.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$1.20
Total amount for this invoice:	\$11,041.95

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-eighth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for August 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On November 1st, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despains, Esq.,
lucdespains@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
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Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

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919 Third Ave
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Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
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Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period August 1 through August 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	5.60	\$ 1,708.00
José R. Cacho	Member	Corporate	\$ 340.00	3.20	\$ 1,088.00
Julio Pietrantoni	Member	Corporate	\$ 355.00	8.20	\$ 2,911.00
José Notario Toll	Jr. Member	Corporate	\$ 225.00	1.00	\$ 225.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	29.70	\$ 6,237.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.30	\$ 55.50
Claritza De Leon Marrero	Paralegal	Litigation	\$ 150.00	0.10	\$ 15.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.20	\$ 28.00
	Totals			48.30	\$ 12,267.50
	Less: 10% Courtesy discount				\$ (1,226.75)
SUMMARY OF LEGAL FEES					\$ 11,040.75
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period August 1 through August 31, 2019</u>					
Description - Expenses			Amounts		
Duplicating			\$		1.20
	Totals				\$ 1.20
SUMMARY OF DISBURSEMENTS					\$ 1.20

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period August 1 through August 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Members, Staff, Advisor, Consult	6.80	\$ 1,812.50
206	Documents Filed on Behalf of the Board	0.30	\$ 55.50
208	Stay Matters	1.60	\$ 488.00
210	Analysis and Strategy	1.70	\$ 466.00
215	Plan of Adjustment and Disclosure Statem	37.20	\$ 9,280.50
219	Docketing	0.20	\$ 28.00
222	Claims and Claims Objections	0.40	\$ 122.00
224	Fee applications - O&B	0.10	\$ 15.00
			\$ 12,267.50
	Less: 10% Courtesy Discount		\$ (1,226.75)
	TOTALS	48.30	\$ 11,040.75

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$9,936.68, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$1.20) in the total amount of \$9,937.88.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

September 4, 2019
Bill #: 358027
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
August 31, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 12,267.50
Less Discount	<u>\$ -1,226.75</u>
Net Professional Services	\$ 11,040.75
Total Reimbursable Expenses	<u>\$ 1.20</u>
TOTAL THIS INVOICE	\$ 11,041.95

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
8/05/19	ETF	201	Revise McKinsey memo regarding Urban Train carve-out.	.60	210.00	126.00
8/05/19	ETF	201	Review Proskauer questions regarding HTA secondarily insured bonds. (.10) Review information of certain insured bonds available through EMMA. (.50)	.60	210.00	126.00
8/06/19	JRC	201	Review questions from Proskauer regarding CUSIPs for insured bonds in secondary market. (.20) Brief research on the point. (.30) Response and discussion of issue with E. Trigo. (.20) Discuss issue also with J. Pietrantoni. (.20) Review emails between Proskauer and E. Trigo on the issue and to coordinate subsequent calls. (.20)	1.10	340.00	374.00
8/06/19	JP	201	Research whether new cusips are issued for bonds insured after their initial offering, at the request of Proskauer. (.30) Discuss with J. Cacho regarding same.	.50	355.00	177.50
8/06/19	ETF	201	Review Municipal Bonds article on Bond Insurance and the Secondary Market.	.30	210.00	63.00
8/06/19	ETF	201	Discussion with J. R. Cacho regarding Proskauer questions regarding HTA bonds insured in the secondary market. (.20) Respond to Proskauer (A. Friedman) questions regarding HTA bonds insured in the secondary market. (.40)	.60	210.00	126.00
8/08/19	ETF	201	Respond to Proskauer questions regarding HTA BIT and priorities of 68 bonds v 98 bonds.	.60	210.00	126.00

Bill #: 358027

September 4, 2019

8/09/19	HDB	222	Revise draft Supplement to Reply of the Puerto Rico Highways and Transportation Authority and the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Responses Filed to Thirty-Ninth Omnibus Objection (Non-Substantive) to Deficient Claims.	.20	305.00	61.00
8/09/19	ETF	201	Review assignment and security agreement between HTA and GDB. (.40) Review Act 30 and 31 of 2013. (.30) Respond to Proskauer questions. (.20)	.90	210.00	189.00
8/09/19	ETF	201	Respond to Proskauer question regarding BIT scenario where clawback funds are sent to HTA.	.20	210.00	42.00
8/09/19	CDM	224	As requested by attorney U. M. Fernandez, assist in the preparation of monthly fee application for the period of May 1, 2019 through May 31, 2019. Review, analyze and make edit cover sheet.	.10	150.00	15.00
8/12/19	ETF	201	Tel. conf. with A. Friedman (Proskauer) regarding HTA insured bonds.	.10	210.00	21.00
8/12/19	ETF	215	Review HTA official statement dated June 2010. (.30) Review 13 LPRA 3175. (.40) Review HTA 1998 Resolution. (.30) Draft summary for Commonwealth disclosure statement of revenues under HTA's 1968 and 1998 resolutions. (.50)	1.50	210.00	315.00
8/12/19	ETF	215	Review McKinsey questions and modeling of waterfall payments.	.20	210.00	42.00
8/13/19	JP	215	Email exchange with Proskauer regarding the rights of the 68 and 98 bondholders to revenues from various sources.	.40	355.00	142.00
8/13/19	ETF	215	Respond to McKinsey question regarding HTA BIT regarding revenues not pledged under the 68 Resolution. (.50) Review Commonwealth budget for Fiscal Year 2020 regarding question related to HTA appropriation. (.40)	.90	210.00	189.00
8/13/19	ETF	215	Respond to McKinsey question regarding HTA "priority payments" and resource envelope (.70). Respond to McKinsey question regarding whether excess 68 revenues can be used for other claims. (.60)	1.30	210.00	273.00
8/13/19	ETF	215	Review 98 Bond Resolution (1.10). Draft description for McKinsey of the flow of funds under 68 and 98 Resolutions. (.30)	1.40	210.00	294.00

Bill #: 358027

September 4, 2019

8/13/19	ETF	215	Review HTA Official Statements dated July 1998 and April 2003 (.70). Respond to McKinsey question regarding HTA subordinated bonds. (.20)	.90	210.00	189.00
8/13/19	ETF	215	Review 68 Resolution (.80). Respond to McKinsey questions regarding use of 68 tolls (.30). Review Official Statement for Teodoro Moscoso Bonds (.40). Respond to McKinsey questions regarding such bonds. (.10)	1.60	210.00	336.00
8/14/19	JRC	215	Review and analyze questions from Proskauer regarding source of repayment for GDB loans and pledge of revenues under 68 Resolution and 98 Resolution. (.20) Review related emails from J. Pietrantonio and E. Trigo. (.20)	.40	340.00	136.00
8/14/19	HDB	210	Review analysis concerning payment priorities and sources for 68 and 98 bonds.	.40	305.00	122.00
8/14/19	ETF	215	Review Proskauer questions regarding HTA loans with GDB (.20). Review HTA CAFR regarding Fiscal Year 2018 (.30). Review Assignment and Security Agreement between HTA and GDB dated August 28, 2013. (.30)	.80	210.00	168.00
8/14/19	ETF	215	Review Loan Agreement and amendments between HTA and GDB (\$406M) (.6). Review Act 31-2013 (.20). Review Act 1-2105 (1.00). Review Act 30-2013. (.50)	2.30	210.00	483.00
8/14/19	ETF	215	Review Act 22-2000 (motor vehicles) (.40). Review Act 24-2017 (.40). Respond to Proskauer's question regarding specific fees and taxed pledge in favor of various loans granted by GDB to HTA. (.90)	1.70	210.00	357.00
8/16/19	JRC	201	Participated in conference call with McKinsey and Proskauer regarding business interest test issues raised by the clawback revenues.	1.30	340.00	442.00
8/16/19	HDB	215	Tel. conf. with B. Rosen, M. Bienenstock, E. Trigo, J. Cacho and McKinsey team regarding best interest.	1.30	305.00	396.50
8/16/19	ETF	215	Tel. conf. with Proskauer (B. Rosen, M. Bienenstock, P. Possinger) and McKinsey (R. Rivera, E. Roberts, O. Shah and others), H. Bauer and J. Cacho regarding HTA BIT.	1.30	210.00	273.00
8/16/19	ETF	215	Respond to McKinsey's BIT question regarding HTA's gross pledge.	.30	210.00	63.00

Bill #: 358027

September 4, 2019

8/16/19	ETF	215	Respond to McKinsey question regarding treatment of cigarette tax allocated to HTA (.20). Respond to McKinsey regarding toll roads that correspond to 68 and 98, respectively (.30). Review 98 Resolution (.40). Review Official Statement of Teodoro Moscoso bridge (.40). Respond to McKinsey question regarding claim by Teodoro Moscoso bondholders. (.10)	1.40	210.00	294.00
8/17/19	ETF	215	Respond to McKinsey question regarding DTL revenues (.10). Review HTA's 98 resolution. (.30)	.40	210.00	84.00
8/19/19	JRC	210	Review responses from J. Notario regarding how revenues of special lane in PR-22 are split between HTA and Metropistas. (.20) Discuss same with E. Trigo. (.70)	.40	340.00	136.00
8/19/19	JLN	215	Review and analyze PR 52 P3 contract to determine distribution of BRT/DTL funds.	1.00	225.00	225.00
8/19/19	ETF	215	Respond to Proskauer question regarding use of tolls for HTA opex.	.30	210.00	63.00
8/19/19	ETF	215	Review Toll Road Concession Agreement between Metropistas and HTA.	.20	210.00	42.00
8/19/19	ETF	215	Review T. Duvall declaration in Peaje injunction and adequate protection proceeding.	1.10	210.00	231.00
8/19/19	ETF	215	Tel. conf. with R. Rivera and E. Robert regarding HTA BIT.	.20	210.00	42.00
8/19/19	ETF	210	Discuss with J. Cacho revenues of special lane in PR-22 are split between HTA and Metropistas.	.70	210.00	147.00
8/22/19	ETF	215	Tel. conf. with E. Roberts regarding HTA starting cash.	.10	210.00	21.00
8/23/19	HDB	222	Review response by Araceila Torres to Sixty Seventh Claim Objection.	.20	305.00	61.00
8/23/19	HDB	208	Commence analysis of Assured Guaranty and National Public Finance Guarantee Corp. motion for adequate protection in the Puerto Rico Highways and Transportation Authority's pledged revenue. (.90) Review Urgent Motion to Schedule Briefing thereon. (.20)	1.10	305.00	335.50
8/23/19	ETF	215	Respond to Proskauer regarding Teodoro Moscoso concession.	.30	210.00	63.00

Bill #: 358027

September 4, 2019

8/26/19	JP	215	Analyze HTA Moscoso bond documents in order to describe them in the disclosure statement.	.70	355.00	248.50
8/26/19	HDB	208	Revise and sign-off on Response of the Financial Oversight and Management Board to Assured Guaranty Corp., Assured Guaranty Municipal Corp., and National Public Finance Guarantee Corporation's Urgent Motion to Set Schedule with Respect to Motion for Adequate Protection or, in the Alternative, for Relief from the Automatic Stay.	.30	305.00	91.50
8/26/19	ETF	215	Tel. conf. with E. Roberts (McKinsey) regarding HTA BIT.	.30	210.00	63.00
8/26/19	ETF	215	Tel. conf. with E. Roberts and R. Rivera (McKinsey) regarding HTA BIT (.20). Review concession agreement between HTA and Autopistas. (.30)	.50	210.00	105.00
8/26/19	GMR	206	File the Response of the Financial Oversight and Management Board to Assured Guaranty Corp., Assured Guaranty Municipal Corp., and National Public Finance Guarantee Corporation's Urgent Motion to Set Schedule with Respect to Motion for Adequate Protection or, in the Alternative, for Relief from the Automatic Stay in Case No. 17-3567 at Docket No. 636.	.30	185.00	55.50
8/26/19	MMB	219	Docket court notice received by email dated August 23, 2019, regarding order dkt. 635 setting briefing schedule with respect to Assured Guaranty Corp.'s motion for relief from stay dkt. 634 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
8/26/19	MMB	219	Docket court notice received by email dated August 23, 2019, regarding order dkt. 8542 setting briefing schedule with respect to Assured Guaranty Corp.'s motion for relief from stay dkt. 8537 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
8/27/19	JP	215	Analyze HTA Moscoso bond documents in order to describe them in the disclosure statement.	1.10	355.00	390.50
8/27/19	JP	215	Various emails exchanges with M. Zerjal, S. Ma, B. Rosen, T. Green regarding HTA's obligations to Moscoso bondholders in the event of the termination of the Moscoso concession agreement.	1.20	355.00	426.00
8/27/19	HDB	215	Revise draft HTA BIT Analysis.	.60	305.00	183.00

Bill #: 358027

September 4, 2019

8/27/19	HDB	215	Analyze consultation by Julio Pietrantonio concerning treatment of contingent unsecured claims in HTA. (.30) Discuss legal issues regarding Teodoro moscoso with E. Trigo and J. Pietrantonio. (.30)	.60	305.00	183.00
8/27/19	HDB	208	Review Reply in Further Support of Urgent Motion to Set Schedule with Respect to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., and National Public Finance Guarantee Corporation for Adequate Protection or, in the Alternative, for Relief from the Automatic Stay.	.20	305.00	61.00
8/27/19	ETF	215	Respond to Proskauer (S. Ma) regarding Teodoro Concession Agreement.	.30	210.00	63.00
8/27/19	ETF	215	Respond to additional Proskauer questions regarding Moscoso bridge bonds.	.10	210.00	21.00
8/27/19	ETF	215	Discussion with H. D. Bauer and J. Pietrantonio regarding treatment of contingent claims of Teodoro Moscoso bonds.	.30	210.00	63.00
8/27/19	ETF	215	Review HTA BIT memo.	.20	210.00	42.00
8/28/19	JP	215	Various emails exchanges with M. Zerjal, S. Ma, B. Rosen, T. Green, J. Gavin, D. Brownstein, J. Castiglioni regarding HTA's obligations to Moscoso bondholders in the event of the termination of the Moscoso concession agreement.	.70	355.00	248.50
8/28/19	JP	215	Analyze Moscoso bond documents in connection with questions from Proskauer and Citi regarding HTA's obligations upon termination of Moscoso concession agreement.	.80	355.00	284.00
8/28/19	JP	215	Revise HTA best interest test memo for HTA disclosure statement.	1.90	355.00	674.50
8/28/19	HDB	210	Respond to J.Pietrantonio's analysis regarding impact of the impairment of certain obligations under HTA's plan of adjustment.	.20	305.00	61.00
8/28/19	ETF	215	Review Act 220-2018 (.20). Respond to McKinsey question regarding HTA disclosure statement risk factors. (.20)	.40	210.00	84.00
8/28/19	ETF	215	Review HTA issuances chart (.10). Review HTA Series A Official Statement (.10). Respond to Proskauer (S. Ma) regarding interest rate on Series A bonds. (.10)	.30	210.00	63.00

O'Neill & Borges LLC

Bill #: 358027

September 4, 2019

8/28/19	ETF	215	Review HTA BIT memo (1.40). Review HTA 98 Resolution (.30). Review Teodoro Moscoso Loan Agreement. (.40)	2.10	210.00	441.00
8/29/19	JP	215	Analyze Moscoso bond documents in connection with questions from Proskauer and Citi regarding HTA's obligations upon termination of Moscoso concession agreement.	.60	355.00	213.00
8/29/19	JP	215	Email to Proskauer and Citi regarding HTA's obligations upon termination of Moscoso concession agreement.	.30	355.00	106.50
8/29/19	HDB	215	Review proposed edits to HTA BIT Analysis. (.20) Review assumptions list for HTA BIT Memorandum. (.30)	.50	305.00	152.50
8/29/19	ETF	215	Review J. Pietrantonio comments to HTA BIT memo (.70). Email McKinsey comments to HTA BIT memo. (.10)	.80	210.00	168.00
8/30/19	ETF	215	Review Proskauer's HTA bit assumptions chart/memo.	1.60	210.00	336.00

TOTAL PROFESSIONAL SERVICES \$ 12,267.50

Less Discount \$ -1,226.75

NET PROFESSIONAL SERVICES: \$ 11,040.75

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	3.20	340.00	1,088.00
JULIO PIETRANTONI	8.20	355.00	2,911.00
HERMANN BAUER	5.60	305.00	1,708.00
JOSE L. NOTARIO TOLL	1.00	225.00	225.00
EMILIANO TRIGO FRITZ	29.70	210.00	6,237.00
GABRIEL MIRANDA RIVERA	.30	185.00	55.50
MILAGROS MARCANO BAEZ	.20	140.00	28.00
CLARITZA DE LEON MARRERO	.10	150.00	15.00
Total	48.30		\$ 12,267.50

O'Neill & Borges LLC

Bill #: 358027

September 4, 2019

EXPENSES

Date	Description	Amount
8/23/19	DUPLICATING - AS OF 8/23/19 (5 Copies @ \$.10)	.50
8/23/19	DUPLICATING - AS OF 8/23/19 (7 Copies @ \$.10)	.70

TOTAL REIMBURSABLE EXPENSES \$ 1.20

TOTAL THIS INVOICE \$ 11,041.95

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO TWENTY-NINTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	September 1, 2019 through September 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$2,817.00
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$2,817.00

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-ninth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for September 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On November 13th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
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New York, NY 10036
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Counsel for AAFAF:

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Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
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San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
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lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
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Alberto J.E. Añeses Negrón, Esq.,
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**Counsel for the Official Committee of Retired
Employees:**

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PR Department of Treasury:

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Omar E. Rodríguez-Pérez, CPA, Assistant
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Counsel for the Fee Examiner:

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San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period September 1 through September 30, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	3.70	\$ 1,128.50
Ubaldo Fernandez	Jr. Member	Litigation	\$ 220.00	0.90	\$ 198.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	7.90	\$ 1,659.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.50	\$ 92.50
Daniel Perez Refojos	Associate	Litigation	\$ 190.00	0.20	\$ 38.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.10	\$ 14.00
	Totals			13.30	\$ 3,130.00
	Less: 10% Courtesy discount				\$ (313.00)
SUMMARY OF LEGAL FEES					\$ 2,817.00
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period September 1 through September 30, 2019</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period September 1 through September 30, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
205	Comm. With Commonwealth Representative	0.20	\$ 61.00
206	Documents Filed on Behalf of the Board	0.20	\$ 38.00
209	Adversary Proceeding	1.50	\$ 457.50
215	Plan of Adjustment and Disclosure Statem	9.50	\$ 2,147.00
219	Docketing	0.10	\$ 14.00
222	Claims and Claims Objections	0.40	\$ 122.00
224	Fee applications - O&B	0.90	\$ 198.00
225	Fee Applications-Proskauer	0.50	\$ 92.50
			\$ 3,130.00
	Less: 10% Courtesy Discount		\$ (313.00)
	TOTALS	13.30	\$ 2,817.00

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,535.30, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$2,535.30.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

October 3, 2019
Bill #: 359951
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
September 30, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 2,620.50
Less Discount	<u>\$ -262.05</u>
Net Professional Services	\$ 2,358.45
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,358.45

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
9/03/19	ETF	215	Revise HTA BIT assumptions chart with McKinsey's notes.	.70	210.00	147.00
9/03/19	ETF	215	Tel. conf. with Josh Esses regarding HTA bit assumptions chart.	.10	210.00	21.00
9/03/19	ETF	215	Respond to Proskauer (J. Esses) regarding HTA 68 bonds financing statement.	.20	210.00	42.00
9/03/19	ETF	215	Respond to Proskauer regarding flow of clawback funds to HTA if needed to keep HTA operational.	.20	210.00	42.00
9/04/19	HDB	205	Review letter from O. Marrero to N. Jaresko regarding AAFAF's views on certain measures under the HTA Fiscal Plan.	.20	305.00	61.00
9/04/19	HDB	222	Revise and sign-off on reply in support of Sixty-Seventh Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority to Duplicate and Deficient Claims.	.30	305.00	91.50
9/04/19	ETF	215	Tel. conf. with E. Roberts regarding HTA BIT.	.30	210.00	63.00
9/05/19	ETF	215	Respond to Proskauer (J. Esses) regarding sources of revenues of the 68/98 bonds and Teodoro Moscoso loans.	.40	210.00	84.00
9/05/19	ETF	215	Review security agreement between HTA and GDB dated August 28, 2013 (.30). Respond to Proskauer regarding revenues that HTA pledged to GDB (.30).	.60	210.00	126.00
9/05/19	ETF	215	Review 13 LPRA 31751 waterfall of the cigarette tax (.40). Respond to Proskauer regarding same (.20).	.60	210.00	126.00
9/05/19	ETF	215	Tel. conf. with E. Roberts regarding BIT assumption on starting cash and unsecured creditors v. 68/98 bonds.	.30	210.00	63.00

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9/06/19	ETF	215	Review revised version of HTA BIT assumptions.	.80	210.00	168.00
9/11/19	ETF	215	Review HTA's 68 or 98 resolutions permit bondholders to accelerate payments (.60). Respond to Proskauer regarding same (.10).	.70	210.00	147.00
9/12/19	ETF	215	Review revised HTA assumptions memo.	.30	210.00	63.00
9/13/19	ETF	215	Review McKinsey's HTA memo.	2.20	210.00	462.00
9/16/19	HDB	215	Review HTA BIT Memorandum and Assumptions Chart.	1.60	305.00	488.00
9/16/19	ETF	215	Review Proskauer changes to HTA BIT assumptions.	.40	210.00	84.00
9/18/19	HDB	222	Review Order granting Debtor's Omnibus Objection to Claims - Sixty-Seventh Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority to Duplicate and Deficient Claims.	.10	305.00	30.50
9/18/19	UMF	224	Draft Twenty-Sixth Monthly Fee Application of O&B in the Title III case of HTA for June 2019.	.50	220.00	110.00
9/18/19	UMF	224	Draft Twenty-Seventh Monthly Fee Application of O&B in the Title III case of HTA for July 2019.	.40	220.00	88.00
9/20/19	GMR	225	File the Sixth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period February 1, 2019 through May 31, 2019 in Case No. 17-3567 at Docket No. 640.	.30	185.00	55.50
9/20/19	GMR	225	File the Notice of Filing of the Sixth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period February 1, 2019 through May 31, 2019 in Case No. 17-3567 at Docket No. 641.	.20	185.00	37.00
9/30/19	ETF	215	Email PJT regarding HTA 68 bonds.	.10	210.00	21.00

TOTAL PROFESSIONAL SERVICES

\$ 2,620.50

O'Neill & Borges LLC

Bill #: 359951

October 3, 2019

Less Discount \$ -262.05

NET PROFESSIONAL SERVICES: \$ 2,358.45

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	2.20	305.00	671.00
UBALDO M. FERNANDEZ BARRERA	.90	220.00	198.00
EMILIANO TRIGO FRITZ	7.90	210.00	1,659.00
GABRIEL MIRANDA RIVERA	.50	185.00	92.50
Total	11.50		\$ 2,620.50

TOTAL THIS INVOICE \$ 2,358.45

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

October 3, 2019
Bill #: 359952
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
September 30, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 143.50
VOLUME DISCOUNT	<u>\$ -14.35</u>
Net Professional Services	\$ 129.15
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 129.15

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
9/05/19	HDB	209	Revise draft status report.	.30	305.00	91.50
9/15/19	DJP	206	File the joint status report in compliance with the court order, through the court's electronic filing system.	.20	190.00	38.00
9/24/19	MMB	219	Docket court notice received by email dated September 16, 2019, regarding order dkt. 294 setting deadline to file status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES \$ 143.50

VOLUME DISCOUNT \$ -14.35

NET PROFESSIONAL SERVICES: \$ 129.15

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	305.00	91.50
DANIEL J. PEREZ REFOJOS	.20	190.00	38.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	.60		\$ 143.50

TOTAL THIS INVOICE \$ 129.15

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

October 3, 2019
Bill #: 359953
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
September 30, 2019:

Client.Matter: P1703 - 803

RE: 17-00159-LTS AMBAC ASSURANCE CORP. V. COMM. OF P.R. ET AL-CGB

Total Professional Services	\$ 366.00
VOLUME DISCOUNT	<u>\$ -36.60</u>
Net Professional Services	\$ 329.40
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 329.40

O'NEILL & BORGES LLC

Client.Matter: P1703 . 803

RE: 17-00159-LTS AMBAC ASSURANCE CORP. V. COMM. OF P.R. ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
9/23/19	HDB	209	Revise Petition for Writ of Certiorari filed by AMBAC.	1.20	305.00	366.00

TOTAL PROFESSIONAL SERVICES \$ 366.00

VOLUME DISCOUNT \$ -36.60

NET PROFESSIONAL SERVICES: \$ 329.40

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.20	305.00	366.00
Total	1.20		\$ 366.00

TOTAL THIS INVOICE \$ 329.40